

BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

102/1/2 1000 1000 100 1000 1000 1000 1000

JAN 22 1991 -3 30 PM

3800 Continental Plaza 777 Main Street Ft. Worth, Texas 76102

> (817) 878-2385 Docket No. F77067

1-022A019

FEDERAL EXPRESS

January 21, 1991

Ms. Mildred Lee, Recordations Interstate Commerce Commission Room 2303 12th and Constitution Ave., N.W. Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale to St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Lease of Railroad Equipment, Dated as of March 1, 1979

Dear Ms. Lee:

I am enclosing an original and one verified copy of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale, dated October 19, 1990, by which all right, title and interest in and to the existing equipment covered by the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Lease of Railroad Equipment, dated as of March 1, 1979, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Bill of Sale is connected, was recorded with the Interstate Commerce Commission on March 19, 1979, and assigned Recordation No. 10211.

The names and addresses of the parties to the transaction are:

Seller:

of The Bank of New York) LIMIN SHILLY HEACT YOLDH 1290 Avenue of the Americas
New York, New York 10104 6. W. T. C. 77 NV

Ms. Mildred Lee January 21, 1991 Page 2

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Purchaser: Burlington Northern Railroad Company

3800 Continental Plaza

777 Main Street

Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Bill of Sale is included in said document.

A fee of \$15.00 is enclosed for recording the Bill of Sale. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale, dated October 19, 1990, to the St. Louis-San Francisco Railway Company (now Burlington Northern Railroad Company) Lease of Railroad Equipment (ICC Recordation No. 10211, March 19, 1979), conveying the equipment described in said document.

Very truly yours,

Rebecca R. Martin Legal Assistant

RRM/FINA0219.DOC

Enclosures

VERIFICATION

JAN 22 1991 -3 30 PM INTERSTATE COMMISSION

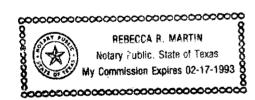
STATE OF TEXAS SS. COUNTY OF TARRANT

Francis T. Kelly, Securities and Finance Counsel, Burlington Northern Railroad Company, being duly sworn, deposes and states that he has compared the attached copy with the original document and has found the copy to be complete and identical in all respects to the original document.

Subscribed and sworn to before me this 2157 day of January, 1991.

Notary Public in and for the

State of Texas



BILL OF SALE JAN 22 1991 -3 32 PM FROM INTERSTATE COMMERCE COMMERC

KNOW ALL MEN BY THESE PRESENTS THAT: The undersigned, BNY LEASING CORPORATION, a New York corporation (herein call the "Seller"), for and in consideration of the sum of \$21M and other good and valuable consideration, receipt of which is hereby acknowledged, does hereby grant, bargain, sell, assign, transfer and set over unto Burlington Northern Railroad Company (herein called the "Buyer"), its successors and assigns, all right, title and interest of the Seller in and to the following personal property:

<u>NO.</u> 14 <u>DESCRIPTION</u>
Tri-level autoracks

SLSF NOS. R-352, R-354, R-359, R-364, R-366, R-373, R-376, R-379, R-381-R-386

Together with all parts and accessories attached thereto (all such personal property, parts and accessories being herein collectively called the "Equipment").

TO HAVE AND TO HOLD all and singular, the Equipment to the Buyer, its successors and assigns, for its and their own use and benefit forever.

THE CONVEYANCE OF THE EQUIPMENT IS MADE AS-IS, WHERE-IS, WITHOUT RECOURSE TO THE SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY THE SELLER, except that the Seller represents that the Equipment being conveyed hereby is free of encumbrances created by the Seller.

IN WITNESS WHEREOF, the Seller has caused this Bill of Sale to be executed and delivered by its duly authorized officer this day of October 19, 1990.

BNY LEASING CORPORATION

By: A Wice President

STATE	OF	NEW	Y	ORK)	
)	SS
COUNTY	Y 01	NEV	Ţ	YORK)	

on this <u>19</u> day of <u>Oct</u>, 1990, before me personally appeared <u>William Howton</u>, to me personally know, who, being by me duly sworn, says that he/she is a <u>VICE PRESIDENT</u> of BNY Leasing Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public EUGENIA.H. HUNT NOTARY PUBLIC, State of New York No. 41-4880578

Qualified in Queens County Commission Expires December 15, 199

My commission expires:

December 15, 1990

Interstate Commerce Commission Washington, D.C. 20423

FFICE OF THE SECRETARY

Rebecca R. Martin

Legal Assistant .

Burlington Northern RR

3800 Cimtinental Plaza

777 Main Street

Ft. Worth, Texas 76102

Dear Sir:

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 , and assigned U.S.C. 11303, on at 1/22/91 3:3000 recordation number(s). 10211-G

Sincerely yours,

Sidney L. Strickland, Jr. Secretary